

McCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW

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309 SMITHFIELD STREET

PITTSBURGH, PENNSYLVANIA 15222

AREA CODE 412

TELEPHONE 566-1818

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August 3, 1989

9-230A037

16485  
RECORDATION NO. FILED 1423

AUG 18 1989 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counterparts of a Bill of Sale dated as of August 3, 1989.

A general description of the railroad equipment covered by by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	4300 cubic foot capacity, 100 ton truck capacity Aluminum/Steel Bethgon Coalporter cars	55	1387 - 1441, inclusive

The names and addresses of the parties to the enclosed document are:

BUYER: Westinghouse Credit Corporation  
One Oxford Centre  
Pittsburgh, PA 15219

SELLER: Bethlehem Steel Corporation  
Bethlehem, PA 18016

A fee of \$ 13.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from Bethlehem Steel Corporation to Westinghouse Credit Corporation dated August 3, 1989 covering

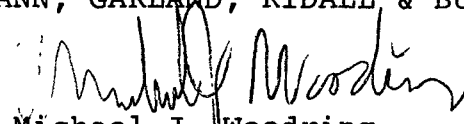
*Victoria Runtz*  
*Quentin*

fifty-five (55) railroad cars, numbered CRL 1004 and CRL 1387 - 1441, inclusive.

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

McCANN, GARLAND, RIDALL & BURKE

By

  
Michael J. Woodring

Enclosure

07LT31/67  
8389-1640

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/18/89

OFFICE OF THE SECRETARY

Michael J. Woodring  
McCann, Garland, Ridall & Burke  
309 Smithfield Street Suite 4000  
Pittsburgh, PA. 15222

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/18/89 at 1:35pm and assigned recordation number(s).16485,16486 & 16487

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

# Bethlehem Steel Corporation

BETHLEHEM, PA 18016



16485

RECORDATION NO. \_\_\_\_\_ FILED 1423

AUG 18 1989 - 1 35 PM

INTERSTATE COMMERCE COMMISSION

## BILL OF SALE

BETHLEHEM STEEL CORPORATION, (hereinafter called the "Builder") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, in full payment for the railroad equipment hereinafter specified, does hereby sell, assign, transfer and set over to Westinghouse Credit Corporation (hereinafter called the "Company"), all right, title and interest of the Builder in the equipment specified in Schedule A attached hereto, all of which equipment has been delivered by the Builder to the Company pursuant to the terms of that certain Agreement (hereinafter called the "Agreement") dated as of April 17, 1989, between the Builder and the Company.

And the Builder hereby warrants to the Company that at the time of delivery of each unit of the equipment to the Company the Builder had legal title to such unit, free from all liens, claims and encumbrances.

IN WITNESS WHEREOF, the Builder has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 3rd day of August, 1989.

BETHLEHEM STEEL CORPORATION

By A. M. Weller  
A. M. Weller  
Vice President and  
Treasurer

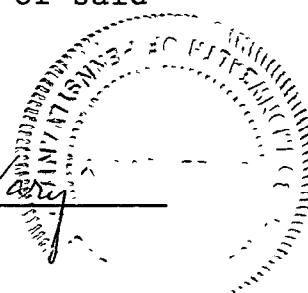
Attest:

G. P. Holmbeck  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA     )  
  ) SS.  
COUNTY OF LEHIGH                    )

On this 3rd day of August, 1989, before me,  
personally appeared G M Welles, to me personally  
known, who being by me duly sworn, says that he is a Vice President  
and Treasurer of Bethlehem Steel Corporation,  
that the seal affixed to the foregoing instrument is the  
corporate seal of said corporation, that said instrument was  
signed and sealed on behalf of said corporation by authority of  
its Board of Directors; and he acknowledged that the execution  
of the foregoing instrument was the free act and deed of said  
corporation.

Ethel H. Vary  
Notary Public



CLAW.SJS23.C545

NOTARIAL SEAL  
Ethel H Vary, Notary Public  
City of Bethlehem, Lehigh County, Pa.  
My Commission Expires July 17, 1990

SCHEDULE A TO BILL OF SALE  
FROM BETHLEHEM STEEL CORPORATION TO  
WESTINGHOUSE CREDIT CORPORATION

Description of Railroad Equipment referred to in the  
foregoing Bill of Sale:

<u>Number of Units</u>	<u>Description of Equipment</u>	<u>Individual Numbers</u>
55	Aluminum/Steel Bethgon Coalporter Cars	CRL 1387-1441, inclusive